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CASEY WILLIAM COUGHLIN
ALSO ADMITTED IN NEW YORK

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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*****35.00 *****35.00

RE: Vidal Management Company, Inc.

Gentlemen:

Enclosed herewith please find Articles of Amendment for the above corporation to be filed in addition to our check in the amount of \$35.00 for the filing fee.

Please return the filed Amendment to this office using the enclosed self-addressed, pre-paid Federal Express envelope.

Sincerely,

CASEY WILLIAM COUGHLIN, ESQ.
CASEY WILLIAM COUGHLIN, P.A.

CWC/jmc

Enclosures

*Mary Aigner
gives author
to print
name & title
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TALLAHASSEE, FLORIDA

*Amend
11-17*

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

VIDAL MANAGEMENT COMPANY, INC

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

A. Purpose.

1. Notwithstanding any provision hereof to the contrary, the nature of the business and of the purposes to be conducted and promoted by the corporation is to engage solely in the following activities:

(a) To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with certain parcels of real property, together with all improvements located thereon, in the City of Coral Springs, State of Florida. (the "Property")

(b) To exercise all power enumerated in chapter 607 of the Florida Statutes, necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

B. Certain Prohibited Activities.

1. Notwithstanding any provision hereof to the contrary, if any indebtedness of the corporation to First Union National Bank of its successors or assigns is outstanding (such indebtedness, the "First Mortgage") the corporation shall not: (1) incur, assume or guarantee any indebtedness other than (a) the First Mortgage; and (b) liabilities in the ordinary course of business relating to the ownership and operation of the Property not more than 60 days past due; (2) dissolve or liquidate, or consolidate or merge with or into any other Person or convey or transfer its properties substantially as an entirety to any Person; (3) voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or similar federal or state statute without the unanimous consent of the Board of Directors; or (4) amend these articles of amendment to the articles of incorporation without first obtaining approval of First Union National Bank of its successors or assigns.

2. If the First Mortgage is outstanding, the shares of capital stock of the corporation shall not be transferred, assigned, pledged, or otherwise disposed of or encumbered except as expressly provided for in the documents evidencing the First Mortgage. A legend to such effect shall be placed on each certificate evidencing such shares.

C. Indemnification

1. Notwithstanding any provision hereof to the contrary, any and all obligation of the corporation to indemnify its directors and officers shall be fully subordinated to the

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First Mortgage and as long as the First Mortgage is outstanding, shall not constitute a claim against the corporation.

D. Separate Covenants

1. Notwithstanding any provision hereof to the contrary, for so long as the First Mortgage is outstanding, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the corporation shall conduct its affairs in accordance with the following provisions:

(a) It shall establish and maintain an office through which its business shall be conducted separate and apart from those any other Person and shall allocate fairly and reasonably any overhead for shared office space.

(b) It shall maintain corporate records and books of account separate from those of any Person.

(c) Its board of directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate actions.

(d) It shall observe all corporate formalities.

(e) It shall not commingle its assets with those of any other Person.

(f) It shall conduct its own business in its own name.

(g) It shall maintain financial statements separate from any other Person.

(h) It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any other Person.

(i) It shall maintain an arm's length relationship with its Parent and any Affiliate.

(j) It shall not guarantee or become obligated for the debts of any other Person, or hold out credit as being available to satisfy the obligations of others.

(k) It shall use stationary, invoices and checks separate from any other Person.

(l) It shall not pledge its assets for the benefit of any other Person.

(m) It shall not acquire obligations or securities of any other Person.

(n) It shall not make loans to any other Person.

(o) It shall correct any known misunderstanding regarding its separate identity.

(p) It shall maintain adequate capital in light of its contemplated business operations.

(q) It shall hold itself out as an entity separate from any other Person.

(r) It shall file its tax returns separate from those of any other Person.

E. Definitions. For purposes of these Articles of Amendment to the Articles of Incorporation, the following terms shall have the following meanings.:

1. "Affiliate" means any Person other than the Corporation (i) which owns beneficially, directly or indirectly through one or more intermediaries, more than ten percent (10%) of the outstanding shares of the Common Stock, or which is otherwise in control of the Corporation whether directly or indirectly through one or more intermediaries, (ii) of which more than ten percent (10%) of the outstanding voting securities are owned beneficially, directly or indirectly, by any Person described in clause (i) above, or (iii) which is controlled by or under common control with any Person described in clause (i) above; provided that for the purpose of this definition the terms "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

2. "Parent" means, with respect to a corporation, any other Person owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

3. "Person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, government or any agency or political subdivision thereof or any other entity.

F. Voting. Notwithstanding any provision hereof to the contrary, when voting on matters concerning the corporation, notwithstanding that the corporation is not then insolvent, the corporation's directors, shall take into account the interests of the corporation's creditors.

G. Conflict between the articles of incorporation and the bylaws. If any provisions of these amendment to articles of incorporation conflicts with any provisions of the bylaws these amendment to articles of incorporation shall govern.

SECOND: The date of each amendment's adoption: October 12, 2000.

THIRD: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholders action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 12th day of October, 2000.

Signature

[Signature] President

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

CARLOS A. VIDAL

Typed or printed name

President

Title

